

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email : architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

CORPORATE INFORMATION	
BOARD OF DIRECTORS	STATUTORY AUDITORS
Amresh Jha Director Avdhesh Chaturvedi Director Nandlal Chaturvedi Director	M/s. J P Chaturvedi & Co., Chartered Accountants, 73, Mulji jetha Building, 3 rd Floor, 187, Princess Street, Mumbai, Maharashtra- 400002
REGISTERED OFFICE	STOCK EXCHANGE
B- 1/A- 20, Mohan Co-operative Industrial Estate, Mathura Road, Delhi- 110044 Email ID: architholdingsandcredits@gmail.com Phone: 011- 23552627	Delhi Stock Exchange, DSE House 3/1 Asaf Ali Road New Delhi 110002 (India) Telephone : +91-11-4647 0000
SECRETARIAL AUDITOR	
V Kumar & Associates Company Secretaries T-59, Ground Floor, Near Khanna Market, West Patel Nagar, New Delhi- 110008 Mobile: 9910218035 Mail: csvivekkumar@gmail.com , vivek@vkumarassociates.in	

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Notice of 25th Annual General Meeting

To the Shareholders of M/s. Archit Holdings & Credits Limited

Notice is hereby given that the **25th Annual General Meeting** of the Members of the Company M/s **ARCHIT HOLDINGS & CREDITS LIMITED** will be held at B-1 / E- 27 Mohan Cooperative Industrial Estate, Mathura Road, New Delhi- 110044 on **Wednesday, 30th September, 2015** at **2:00 p.m.** to consider the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and the Auditors thereon.

2. Appointment of the Statutory Auditors

To consider and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of **M/s J.P. Chaturvedi & Co., Chartered Accountants, (Firm Registration No. 130274W)**, as Auditors of the Company to hold office from the conclusion of the Annual General Meeting (AGM) of the Company to be held in the year 2015-16 to

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2018-19 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

For and on the behalf of

For Archit Holdings & Credits Limited

Sd/-

Signature

Name: Avdhesh Chaturvedi

Designation: Director

DIN: 01575283

Address: 498, Gali Bari, Kotvali

Uttar Pradesh-281001

Date: 2nd September, 2015

Mathura

Place: New Delhi

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NOTES:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. In order to be effective the proxies should be received by the company at its registered office not less than 48 hours before the meeting. Proxies submitted on behalf of corporate including companies, societies etc., must be supported by an appropriate resolution of the Board of Directors or other governing body.
- (2) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting, Proxies should fill in the attendance slip for attending the meeting.
- (3) Members are requested to quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.
- (4) Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 of the Companies (Management and Administration) Rules, 2014, the Company is sending the Annual Report electronically on email addresses registered with the Depositories/the Company's Share Transfer Agent. For others the company will continue to send the printed Annual Reports as usual. Shareholders wishing to receive the Annual Report in electronic mode are requested to provide their email address to the Company's Share Transfer Agent.
- (5) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day till the date of the meeting.
- (6) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- (7) Route map of the venue of the meeting is annexed.

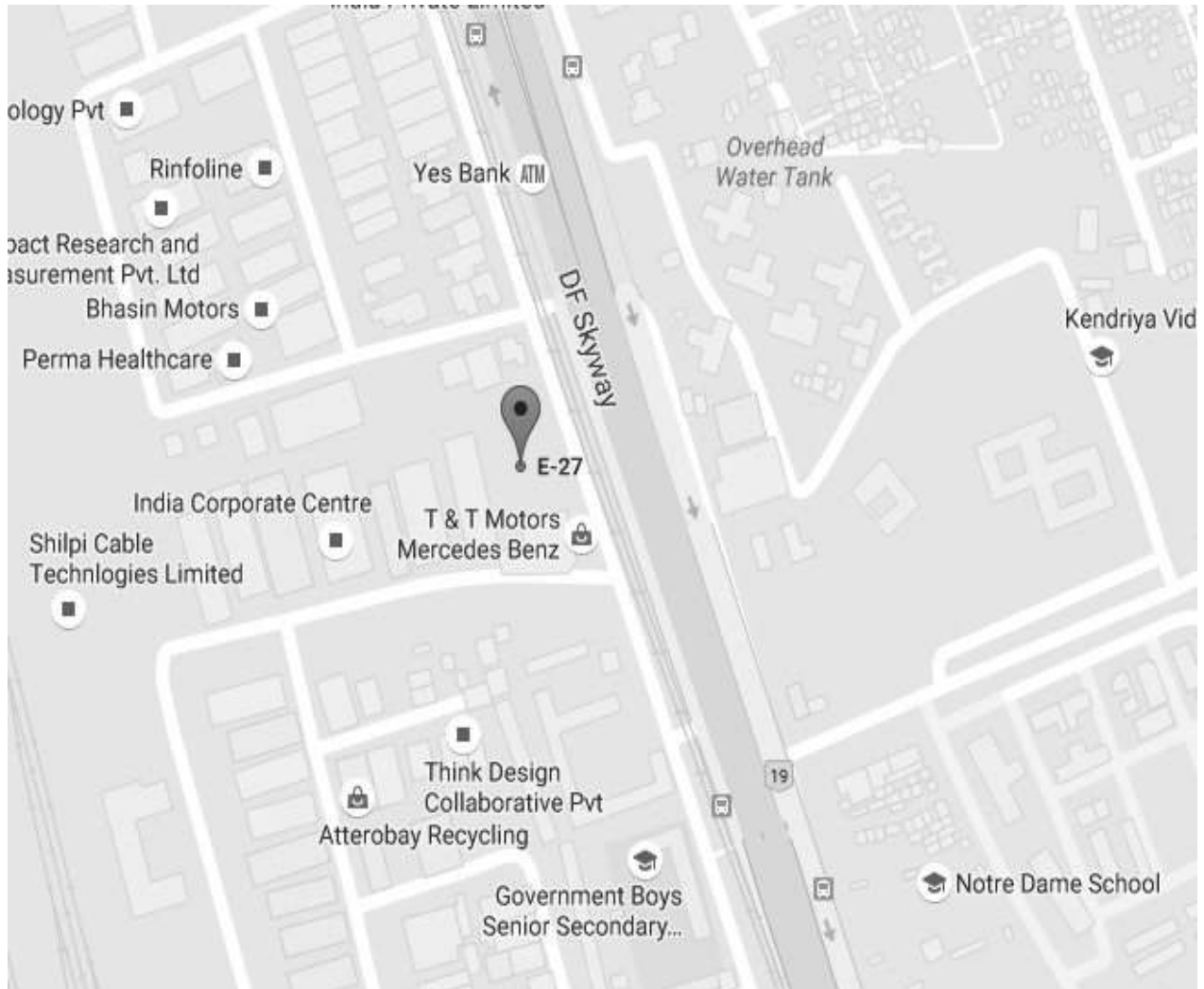
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Route Map of 25th AGM Venue



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DIRECTOR'S REPORT

To the Shareholders of M/s. Archit Holdings & Credits Limited

Your Directors take pleasure in presenting the Annual Report of your Company together with the Audited Balance Sheet as on 31st March, 2015 and the Profit & Loss Account for the year ended on that date.

Financial summary of the Company

The performance of the Company for the financial year ended 31st March, 2015 is summarized below:

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Income for the year (Gross)	-	-
Expenditure for the year excluding Depreciation and Amortization Expenses	-	-
Profit/(Loss) before depreciation & interest	-	-
Less -Depreciation and Amortization Expenses -Interest	- -	- -
Profit before Tax	(10,790)	(4,692)
Less:- Provision for Taxation - Current Tax/ Mat - Deferred Tax Adjustment-Cr/Dr - Tax Adjustments for Earlier Year	- - -	- - -
Profit after Tax	(10,790)	(4,692)

Operational Results

During the period under review the Company has net loss of Rs. 10,790/-

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Dividend

The Company express their inability to declare any dividend for the financial year ended March, 31, 2015.

Transfer to Reserves

The net movement in the major reserves of the Company are as follows:

Particulars	(In Rs.)	
	FY 2015-16	FY 2014-15
Opening Balance	(18,034,014.00)	(18,029,322.00)
Add: Profit and loss for the year	(10,790.00)	(4,692.00)
Total(Balance Transferred to Balance Sheet)	(18,044,804.00)	(18,034,014.00)

Change in the nature of business

During the Financial Year under review, no changes have occurred in the nature of the Company's business.

Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report

There has been no material changes and commitments affecting the financial position of the Company to which the financial statement relates.

Composition of board of directors and changes among them during the year under review

As on 31st March, 2015, followings were Director on the board of the Company;

S. No.	Name of Director(s)	DIN	Designation	Date of Appointment
1.	Avdhesh Chaturvedi	01575283	Director	17/04/2002
2.	Amresh Jha	01563021	Director	18/11/2008
3.	Nandlal Chaturvedi	05172995	Director	17/04/2002

No any Directors have been resigned during the period under review.

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Details in respect of adequacy of internal financial controls with reference to the Financial Statement

There is an adequate internal financial control with reference to the Financial Statements. Company has well trained staff who look after accuracy of internal financial Control.

Details of Subsidiary/Joint Venture/ Associate Companies

During the year under review, the Company has no Subsidiary/Joint Venture/ Associate Company. Form No. AOC-1 is attached to this report as Annexure-'A'.

Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement

The Company has no subsidiaries, associates and joint venture companies so this point is not applicable on the Company.

Public Deposits

During the year under review, your Company has neither accepted nor renewed any deposits.

Auditors

(i) Statutory Auditors

M/s. J. P. Chaturvedi & Co., Chartered Accountants (Firm Registration No. 130274W) has signified their consent to be appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting.

A certificate of eligibility has been received to the effect that they are not disqualified for appointment under Section 141 (3) of the Companies Act, 2013.

The Board has recommended their appointment.

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(ii) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. V Kumar and Associates (CP No.:10438, ACS: 21295), Company Secretaries to undertake the secretarial audit of the Company. The Secretarial Audit Report is annexed herewith as 'Annexure-D'.

Auditors' Report

All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self explanatory and do not call for any further comments under section 197(12) of the Companies Act, 2013.

Share Capital

A. Issue of equity shares with differential rights

Company has not issued any equity shares with differential rights so no disclosure is required as per rule 4 (4) of the Companies (Share Capital and Debentures) Rules 2014

B. Issue of sweat equity shares

Company has not issued sweat equity shares, so no disclosure is required as per rule 8 (13) of the Companies (Share Capital and Debentures) Rules 2014

C. Issue of employee stock options

Company has not issued employee stock options, so no disclosure is required as per rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014

D. Provision of money by Company for purchase of its own share by employees or by trustee for the benefit of employees

Company has not made any provision for purchase of its own share by employees or by trustee for the benefit of employees so no disclosure is required as per rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014

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Extract of the Annual Return

The extract of the Annual Return in Form No. MGT – 9 has been enclosed with the report herewith as per Section 92 of the Companies Act 2013 is annexed as 'Annexure-C'.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange and outgo are as follows:

A Conservation of energy

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding conservation of energy are not applicable.

B Technology absorption

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding Technology absorption are not applicable.

C Foreign exchange earnings and outgo

There has been no expenditure and/or earning in foreign exchange.

Corporate Social Responsibility

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

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Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

Number of Meetings of the Board of Directors

The Board of Directors consists of Three Directors including Two Independent Directors during the period under report.

During the 12 months period ended March, 2015, 10 (Ten) Board Meetings were held on 18.04.2014, 12.05.2014, 30.06.2014, 15.07.2014, 09.08.2014, 02.09.2014, 12.10.2014, 10.11.2014, 16.01.2015, 13.02.2015.

The intervening gap between the Meetings were within the period prescribed under the Companies Act, 2013. Details of the attendance of the Directors attending the Board Meeting(S) are provided hereunder:

NAME OF THE DIRECTOR	CATEGORY	NO. OF MEETINGS ATTENDED
Mr. Avdhesh Chaturvedi	Director	10
Mr. Amresh Jha	Director	10
Mr. Nand Lal Chaturvedi	Director	10

Audit Committee

The Company has an Audit Committee comprising Mr. Avdhesh Chaturvedi (Executive Director), Mr. Nandlal Chaturvedi (Non- Executive and Independent Director) and Mr. Amresh Jha (Non-Executive and Independent Director). The terms

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of reference of the Audit Committee interalia include overseeing financial reporting process, reviewing the financial statements and recommending appointment of Auditors. There is no recommendation made by Audit Committee.

Stakeholder Relationship Committee

The Company has constituted a Stakeholder Relationship Committee of Directors in compliance with provisions of the Companies Act, 2013 and clause 49 of the listing agreement as amended from time to time.

The Committee comprises Mr. Avdhesh Chaturvedi (Executive Director), Mr. Nandlal Chaturvedi (Non- Executive and Independent Director) and Mr. Amresh Jha (Non-Executive and Independent Director).

Details of Establishment of Vigil Mechanism/ Whistle Blower Policy for Directors and Employees

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the Company has adopted a vigil mechanism policy. This policy is explained in corporate governance report.

Nomination and Remuneration Committee

The Company has constituted a Nomination and Remuneration Committee of Directors in compliance with provisions of the Companies Act, 2013 and clause 49 of the listing agreement as amended from time to time. The Committee's scope of work includes deciding on remuneration and policy matters related to remunerations of Directors and laying guidelines for remuneration package or compensation.

The Committee comprises of Mr. Avdhesh Chaturvedi (Executive Director), Mr. Nandlal Chaturvedi (Non- Executive and Independent Director) and Mr. Amresh Jha (Non-Executive and Independent Director).

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Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

There were Loans, Guarantees or Investments, made by the Company during the year under review.

Particulars of contracts or arrangements with related party

The Company has not entered into any contract or agreements with related parties under sub-section (1) of Section 188 of the Companies Act 2013.

Secretarial Audit Report

A copy of Secretarial Audit Report as provided by Company Secretary in Practice has been annexed with the Report.

Corporate Governance Certificate

The Company believes that the essence of Corporate Governance lies in the phrase “Your Company”. It is “Your” Company because it belongs to you-“the Shareholders”. The Chairperson and Directors are “Your” fiduciaries and trustees. Their objective is to take the business forward in such a way that it maximizes “Your” long term value. Your Company is committed to benchmark itself with global standards in all areas including highest standards of Good Corporate Governance. Besides adhering to the prescribed Corporate Governance practices as per clause 49 of the Listing Agreement, the Company also endeavors to share information with its stakeholders openly and transparently on matters which have a bearing on its economic and reputational interest.

A certificate from Statutory Auditors of the Company regarding the compliance of the conditions of Corporate Governance by the Company as stipulated under Clause 49 of the Listing Agreement is also attached to this Report.

Risk Management Policy

Company has implemented proper risk management policy including identification therein of element of risk.

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Code of Conduct

The chairman of the Board Meetings has given a declaration that all Directors and senior Management Personnel concerned affirmed compliance with the code of conduct with reference to the year ended March, 31 2015.

Corporate Governance

In compliance with the requirements of clause 49 of the Listing Agreement entered into with the Stock Exchange, a separate report on Corporate Governance along with Auditors Certificate confirming its compliance is annexed and form part of this report as **ANNEXURE-F**.

Conservation of energy, technology absorption, adoption and innovation, foreign exchange earning and outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as **(Annexure- E)**

Director's Responsibility statement

Pursuant to section 134(3)(m) of the Companies Act, 2013, with respect to Directors Responsibility statement, it is hereby confirmed that :-

- i. In the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on a going concern basis.

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- v. The Directors, has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgement

Your Directors wish to place on record and acknowledge their appreciation for the continued support and co-operation received from Government agencies and the shareholders. Your Directors also record their appreciation for the total dedication of employees at all levels

For on behalf of the Board of Directors
M/s. Archit Holdings & Credits Limited

Place: New Delhi
Date: 02.09.2015

Sd/-
(Avdesh Chaturvedi)
Director

Sd/-
(Amresh Jha)
Director

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OPERATING RESULTS OF THE COMPANY

During the Financial Year under consideration the performance of the Company was satisfactory.

2. INDUSTRY STRUCTURE AND DEVELOPMENT

The principal activities of the Company are:

- I. The Company carry on the business of financing industrial enterprises.
- II. The Company invest in buy, sell, transfer, hypothecate, deal in and dispose of any shares, stocks debentures (whether perpetual or redeemable debentures), debenture stock, securities, properties of any other Company including securities of any Government, Local Authority, bonds and certificates.
- III. The Company carry on the business of leasing and hire purchase and/or hire purchase financing and to acquire to provide on lease or to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, building, and real estates required for manufacturing processing transportation and trading business and other commercial and service businesses.

3. THREATS

- i) With the increase in business segment, the competition has increased from Domestic and other developed countries.
- ii) Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.

4. PROSPECT & OUTLOOK

The Company presents the analysis of the Company for the year 2014-2015 & its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic & other developments, both in India and abroad.

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5. RISKS AND CONCERNS

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the Company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The Company has constituted Audit Committee for guidance and proper control of affairs of the Company.

7. HUMAN RESOURCES

Human Resources are highly valued assets at Archit Holdings & Credits Limited. The Company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

For on behalf of the Board of Directors
M/s. Archit Holdings & Credits Limited

Place: New Delhi
Date: 02.09.2015

Sd/-
(Avdhesh Chaturvedi)
Director

Sd/-
(Amresh Jha)
Director

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NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) such other officer as may be prescribed.

“Senior Managerial Personnel” means the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

OBJECTIVE

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior

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management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

ROLE OF THE COMMITTEE:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's requirements.
- (b) A person should possess adequate qualification, expertise and experience w.r.t. the position for which his/her appointment is considered. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the position.

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- (c) The Company shall not appoint or continue the employment of any person as its Managing Director, Whole-time Director or Manager who has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) **Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Managing Director, Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) **Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiration of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email: architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and in compliance of the Companies Act, 2013, rules and regulations made there under and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company in compliance with the provisions of the Act.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

(1) Remuneration to Managing Director/ Whole-time Directors:

- (a) The Remuneration/ Commission etc. to be paid to Managing Director/ Whole-time Directors/ Manager etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- (b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Whole-time Directors.

(2) Remuneration to Non- Executive/ Independent Directors:

- (a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

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- (b) All the remuneration of the Non- Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- (c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- (d) Any remuneration paid to Non- Executive /Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

(3) Remuneration to Key Managerial Personnel and Senior Management:

- (a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013.
- (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- (c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

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IMPLEMENTATION

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate. The Committee may delegate any of its powers to one or more of its members.

For on behalf of the Board of Directors
M/s. Archit Holdings & Credits Limited

Place: New Delhi
Date: 02.09.2015

Sd/-
(Avdshesh Chaturvedi)
Director

Sd/-
(Amresh Jha)
Director

ARCHIT HOLDINGS & CREDITS LIMITED

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(Annexure- 'A')

Form AOC-1

{Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014}

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

1. Sl. No.	N.A.
2. Name of the subsidiary	N.A.
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
5. Share Capital	N.A.
6. Reserve & Surplus	N.A.
7. Total Assets	N.A.
8. Total Liabilities	N.A.
9. Investments	N.A.
10. Turnover	N.A.
11. Profit before taxation	N.A.
12. Provision for taxation	N.A.
13. Profit after taxation	N.A.
14. Proposed Dividend	N.A.
15. % of Shareholding	N.A.

Part "B": Associates and Joint Ventures

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	.
1. Latest audited Balance Sheet Date	N.A.
2. Shares of Associate/Joint Ventures held by the company on the year end 31/03/2016	N.A.
No.	N.A.

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Amount of Investment in Associates/Joint Venture	N.A.
Extent of Holding%	N.A.
3. Description of how there is significant influence	N.A.
4. Reason why the associate /joint venture is not consolidated	N.A.
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	N.A.
6. Profit/Loss for the year	
i. Considered in consolidation	N.A.
ii. Not Considered in Consolidation	N.A.

For on behalf of the Board of Directors
M/s. Archit Holdings & Credits Limited

Place: New Delhi
Date: 02.09.2015

Sd/-
(Avdhesh Chaturvedi)
Director

Sd/-
(Amresh Jha)
Director

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CIN No. L65993DL1990PLC039464

(Annexure- B)

FORM NO. AOC -2

{Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014}

Form for Disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis.

S. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A. [there is no contracts or arrangements or transactions which is not at Arm's length basis]
2	Nature of contracts/ arrangements/ transaction	
3	Duration of the contracts/ arrangements/ transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis

S. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A. [there is no contracts or arrangements or transactions]
2	Nature of contracts/ arrangements/ transaction	
3	Duration of the contracts/ arrangements/ transaction	
4	Salient terms of the contracts or arrangements or	

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	transaction including the value, if any	which is not at Arm's length basis]
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

For on behalf of the Board of Directors
M/s. Archit Holdings & Credits Limited

Place: New Delhi
Date: 02.09.2015

Sd/-
(Avdesh Chaturvedi)
Director

Sd/-
(Amresh Jha)
Director

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(Annexure- C)

EXTRACT OF THE ANNUAL RETURN FORM MGT-9

As on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i. CIN	L65993DL1990PLC039464
ii. Registration Date	09/03/1990
iii. Name of the Company	ARCHIT HOLDINGS AND CREDITS LIMITED
iv. Category/Sub-Category of the Company	Listed Company having Share Capital
v. Address of the Registered office and contact details	40/77, G/F, Chittaranjan Park New Delhi New Delhi South Delhi DL 110019 Email id: architholdingsandcreditslimited@gmail.com
vi. Whether listed Company	Yes/No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	SKYLINE SERVICES PRIVATE LIMITED House No-101 Maidan Garhi New Delhi-110068

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II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the
1	Trade in shares & Financial service Activities	6499	Nil

**As per NIC Code 2008.*

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any Holding, Subsidiary and Associates Companies

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

i. Category-wise Share Holding

Category Code	Category of Shareholders	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of total number of shares	
					As a percentage of (A+B)	As a percentage of (A+B+C)
(A)	Shareholding of Promoters and Promoter Group					
(I)	Indian					
(a)	Individual / Hindu Undivided Family	1	180,000	0	1.8	1.8
(b)	Central Govt. / State Govt.(s)	0	0	0	0	0

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(c)	Bodies Corporate	2	770,000	7.7	770,000	7.7
(d)	Financial Institutions / Banks	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0
	Sub-Total (A)(1)	3	950,000	0	9.5	9.5
(2)	Foreign					
(a)	Individual (Non-Resident Indian / Foreign Individuals)	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0
(c)	Institutions	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	0
	Sub-Total (A)(2)	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3	950,000	0	9.5	9.5
(B)	Public Shareholding					
(1)	Institutions	0	0	0	0	0
(a)	Mutual Funds / UTI	0	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0	0
(c)	Central Government / State Government(s)	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0
(e)	Insurance	0	0	0	0	0

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	Companies					
(f)	Foreign Institutional Investors	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0
	Sub-Total (B) (1)	0	0	0	0	0
(2)	Non-Institutions					
(a)	Bodies Corporate	0	0	0	0	0
(b)	Individuals -					
i.	Individual shareholders holding.	613	6,407,600	64.08	6,407,600	64.08
ii.	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	5	2,642,400	26.42	2,642,400	26.42
(c)	Any Other (subsidiary company)(specify)	0	0	0	0	0
(d)	Hindu Undivided Family	0	0	0	0	0
	Sub-Total (B) (2)	618	9,050,000	0	90.5	90.5
	Total Public Shareholding B= (B)(1)+(B)(2)	0	0	0	0	0
	TOTAL (A)+(B)	623	10,000,000	0	100	100
(C)	Shares held by custodians and against which Depository	0	0	0	0	0

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	Receipts have been issued					
--	---------------------------	--	--	--	--	--

ii. Shareholding of Promoters

Sl.no	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Dev Versha Publications Private Limited	385,000	3.85	0	385,000	3.85	0	0
2	Dev Versha Jatro Energy Private Limited	385,000	3.85	0	385,000	3.85	0	0
3	Nishant Gupta	180,000	1.80	0	180,000	1.80	0	0

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Share	0	0	0	0

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	holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/sweat				
	Equity etc.				
	At the end of the Year	0	0	0	0

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	At the beginning of the Year	4142800	41.43	4142800	41.43
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/sweat equity etc.	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	4142800	41.43	4142800	41.43

v. Shareholding of Directors and Key Managerial Personnel

Mr. Avdesh Chaturvedi

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the
	At the beginning of the year	425,000	4.25	425,000	4.25

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	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	425,000	4.25	425,000	4.25

Mr. Nandlal Chaturvedi

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the
	At the beginning of the year	461,400	4.14	461,400	4.14

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	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	461,400	4.14	461,400	4.14

V. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (I+II+III)	-	-	-	-

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Change in Indebtedness during the financial year	-	-	-	-
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (I+II+III)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

The Company has not made any payment as remuneration to any Director of the Company.

B. Remuneration to other directors:

S.No.	Particulars of Remuneration	Name of Directors	Total Amount
1	3 Independent Directors -Fee for attending board meeting -Commission	NIL	NIL

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	-Others, Please specify		
	Total (1)	NIL	NIL
2	Other Non Executive Directors -Fee for attending board meeting -Commission -Others, Please specify	NIL	NIL
	Total(2)	NIL	NIL
3	Total (B) (1+2)	NIL	NIL
4	Total Managerial Remuneration	NIL	NIL
5	Overall Ceiling as per the Act	NIL	NIL

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

The Company has not made any payment as remuneration to any Director of the Company.

VII PENALTIES/PUNISHMENT/COMPUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/compounding Fees imposed	Authority IRD/NCLT/ Court	Appeal made if any give details
NIL	NIL	NIL	NIL	NIL	NIL

For on behalf of the Board of Directors
M/s. Archit Holdings & Credits Limited

Place: New Delhi
Date: 02.09.2015

Sd/-
(Avdesh Chaturvedi)
Director

Sd/-
(Amresh Jha)
Director

ARCHIT HOLDINGS & CREDITS LIMITED

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CIN No. L65993DL1990PLC039464

ANNEXURE-D

Form No. MR-3
**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies

(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Archit Holdings & Credits Limited,
B-1/A-20, Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi-110044

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Archit Holdings & Credits Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Archit Holdings & Credits Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Archit Holdings & Credits Limited** ("the Company") for the financial year ended on **31st March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

ARCHIT HOLDINGS & CREDITS LIMITED

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Email: architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - i. No other law is applicable on the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned as above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors under review with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: -02/09/2015

Place: -New Delhi

Sd/-

Signature

V Kumar and Associates

ACS No: - 21295

CP No: - 10438

This report is to be read with our letter of even date which is annexed as 'Annexure-A' and form part of an integral part of this report.

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email: architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

To,
The Members,
Archit Holdings & Credits Limited,
B-1/A-20, Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi-110044

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on this secretarial record based on our audit.
2. We have the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of the accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: -02/09/2015
Place: - New Delhi

Sd/-
Signature
V Kumar and Associates
ACS No: - 21295
CP No: - 10438

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

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CIN No. L65993DL1990PLC039464

(Annexure- 'E')

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts) Rules, 2014]

(A)	CONSERVATION OF ENERGY	
(i)	the steps taken or impact on conservation of energy:	NIL
(ii)	the steps taken by the company for utilizing alternate sources of energy	NIL
(iii)	the capital investment on energy conservation equipments	NIL
(B)	TECHNOLOGY ABSORPTION-	
(i)	the efforts made towards technology absorption: NIL	NIL
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NIL
	(a) the details of technology imported	
	(b) the year of import	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has N.A. not taken place,	

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	and the reasons thereof; and		
(iv)	the expenditure incurred on Research and Development	NIL	
(C)	FOREIGN EXCHANGE EARNINGS AND OUTGO	2015-16	2014-15
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	NIL	NIL
(ii)	The Foreign Exchange outgo during the year in terms of actual outflows.	NIL	NIL

For on behalf of the Board of Directors
M/s. Archit Holdings & Credits Limited

Place: New Delhi
Date: 02.09.2015

Sd/-
(Avdhes Chaturvedi)
Director

Sd/-
(Amresh Jha)
Director

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ANNEXURE-F

CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the set of best practices. Corporate governance refers to the set of systems, principles and processes by which a Company is governed. They provide the guidelines as to how the Company can be directed or controlled such that it can fulfill its goals and objectives in a manner that adds to the value of the Company and is also beneficial for all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management and shareholders to customers, employees and society. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The aim of "Good Corporate Governance" is to ensure commitment of the Board in managing the Company in a transparent manner for maximizing long-term value of the Company for its shareholders and protection of the rights of the shareholders and your Board of Directors are putting their best efforts to fulfill its commitment towards good Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. The Corporate Governance philosophy is scripted as:

"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The Company's philosophy of Corporate Governance is to strengthen the investor's trust and ensures a long-term partnership that helps in achieving Company's objectives, meeting its obligations towards stakeholders, and is guided by a strong emphasis on transparency, accountability, integrity and environment responsibility.

Our Company's framework is designed to enable the Board to provide strategic guidelines for the Company the effective over-sight of management. The respective roles and responsibilities of Board Members and Senior Executives are clearly defined to facilitate accountability to Company as well as its shareholders. This ensures a balance of authority so that no single individual has unfettered powers.

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Our Company has taken adequate steps to form various Committees at the Board level to focus attention on crucial issues before placing the same before the Board for consideration. These include 'Audit Committee' and 'Shareholders/Investors Grievance Committee' Independent Directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

The Company is in compliance with all the requirements of the corporate governance code as enshrined in Clause 49 of the listing agreement.

MANDATORY REQUIREMENTS

A. BOARD OF DIRECTORS

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the Company.

i) CATEGORY AND COMPOSITION

In compliance with the Listing Agreement, the Company has a balanced mix of executive, non-executive and Independent Directors. As on date of this report, the Board of Directors consists of 3 (Three) Directors: out of which 1 (One) is Executive Director and Two (2) are Non-Executive and Independent Directors.

The composition of Board during the year as follows:

Name of the Director	Designation	DIN	Category
Avdhesh Chaturvedi	Director	01575283	Executive Director
Nandlal Chaturvedi	Director	05172995	Non-Executive & Independent Director
Amresh Jha	Director	01563021	Non-Executive & Independent Director

ii) BOARD MEETING

The Board Meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, Board Meetings are also held whenever required. To conduct a Board Meeting the Directors are informed by giving a Notice in advance and the agenda of Board Meeting is also dispatched with the Notice. The members of Board discussed each agenda in the meeting and take decision after having a proper

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discussion and obtaining views of all members. The Board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of Company.

During the 12 months period ended March, 2015, 10 (Ten) Board Meetings were held on 18.04.2014, 12.05.2014, 30.06.2014, 15.07.2014, 09.08.2014, 02.09.2014, 12.10.2014, 10.11.2014, 16.01.2015, and 13.02.2015.

Details of attendance of each Director at various meetings of the Company is as follows:

Name of the Director	Designation	Category	No. of Board Meetings	Last AGM attended
Avdhesh Chaturvedi	Director	Executive Director	10	Yes
Amresh Jha	Director	Non-Executive & Independent Director	10	Yes
Nand Lal Chaturvedi	Director	Non-Executive & Independent Director	10	Yes

B. COMMITTEE OF DIRECTORS

AUDIT COMMITTEE:

An Audit committee is a key element in Corporate Governance process of any Company. The emergence of corporate governance, which refers to the establishment of a structural framework or reforming the existing framework to ensure the working of the Company to best serve the interest of all stakeholders, is a vital concept which has become indispensable in the present capital market state of affairs so as to safeguard the interest of stakeholders.

i) BOARD TERMS OF REFERENCE

The composition of Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement. The terms of reference of this Committee covers the matters specified for Audit Committee under clause 49(II)(C) & (D) of the Listing Agreement read with Section 177 of the Companies Act, 2013. The terms of the reference of Audit Committee include inter alia the following:

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Powers of Audit Committee

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Key responsibilities of Audit Committee

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the Annual/Quarterly financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of section 134(3) of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
 - h. The quality and acceptability of:

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- i) The accounting policies and practices, including without limitation critical accounting policies and practices, all alternative accounting treatments within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, ramifications of the use of such alternative treatments and the treatment preferred by the external auditors; and
- ii) Financial reporting disclosures and changes thereto, including a review of any material items of correspondence between the Company and the external auditors;
 - i. The extent to which the financial statements are affected by any unusual transactions or any off-balance sheet arrangements, including any guarantees to be disclosed, indemnification agreements or interests in unconsolidated special purpose entities, in the year and how they are disclosed;
 - j. the policies and process for identifying and assessing business risks and the management of these risks;
 - k. material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;
 - l. possible impairments of the Group's assets;
 - m. compliance with financial reporting standards and relevant financial and governance reporting requirements;
5. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
6. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.

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9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
13. Mandatory reviews the following information:
 - i. Management discussion and analysis of financial condition and results of operations;
 - ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - iv. Internal audit reports relating to internal control weaknesses; and
 - v. The appointment, removal and terms of remuneration of the Chief internal auditor.
14. Overseeing the relationships with the external auditors as follows:
 - i. To consider the appointment of the external auditors and provide the Board with its recommendation to the shareholders on the appointment, reappointment and removal of the external auditors approve the audit engagement fees and terms and review annually their activities, findings, conclusions and recommendations. The external auditors shall report directly to the Audit Committee. The Audit Committee shall be responsible for ensuring the resolution of any disagreements between management and the external auditors regarding financial reporting;
 - ii. To discuss with the external auditors the nature and scope of the audit (including any significant ventures, investments or operations which are not subject to audit) and ensure co-ordination if more than one audit firm is involved;
 - iii. To review and monitor the independence of the external auditors and the objectivity and the effectiveness of the audit process including reviewing and monitoring the external auditors' quality control procedures and steps taken by the external auditors to respond to changes in regulatory and other requirements. This

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review will include a review of the experience and qualifications of the senior members of the audit team, including rotational procedures;

iv. To pre-approve the scope and extent of audit and non-audit services provided to the Group by any third party in the case of audit services and by the external auditors in the case of audit and permitted non-audit services. The Audit Committee may delegate to the Chairman of the Audit Committee (and in his absence another member) the authority to pre-approve any audit or permitted non-audit service to be provided by the external auditors provided such approvals are presented to the Audit Committee at its next scheduled meeting;

v. To consider communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that came to the auditors' attention, including a review of material items of correspondence between the Company and the external auditors; and

vi. To ensure that there are no restrictions on the scope of the statutory audit;

15. Such other function, as may be assigned by the Board of Directors from time to time or as may be stipulated under any law, rule or regulation including the Listing Agreement and the Companies Act, 2013.

THE COMPOSITION AND MEETING OF AUDIT COMMITTEE:

The Audit Committee of the Company has been constituted as per the requirements of clause 49 of listing agreement. Audit Committee consists of three Directors, namely Mr. Avdhesh Chaturvedi (Executive Director), Mr. Nandlal Chaturvedi (Non-Executive and Independent Director) and Mr. Amresh Jha (Non-Executive and Independent Director). The Constitution of Audit Committee also meets the requirements under Section 177 of the Companies Act, 2013.

The Chairman of the Committee is Mr. Amresh Jha, a Non-Executive and Independent Director nominated by the Board.

The Statutory Auditors and Internal Auditors are also the invitee to the meetings. During the year under review, the Committee met Four times on 12.05.2014, 09.08.2014, 10.11.2014 and 13.02.2015. The gap between two meetings did not exceed four months. Constitution of Audit Committee and other related information as on 31st March, 2014 are as under:

The Composition of Audit Committee is as follows

Name of the Director	Designation	Category
Mr. Avdhesh Chaturvedi	Director	Executive Director

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Mr. Nandlal Chaturvedi	Director	Non – Executive & Independent Director
Mr. Amresh Jha	Director	Non – Executive Director & Independent Director

Details of attendance of each member of Audit Committee meetings of the Company is as follows:

Name of the Director	Designation	Category	No. of Meeting attended
Mr. Avdhesh Chaturvedi	Director	Executive Director	4
Mr. Nandlal Chaturvedi	Director	Non – Executive & Independent Director	4
Mr. Amresh Jha	Director	Non – Executive Director & Independent Director	4

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE:

Terms of Reference

The broad terms of reference includes the following:

- Redressal of shareholder and investor complaints including, but not limiting itself to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, etc., and
- Monitoring transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company.

Composition, meetings and attendance

In compliance with the Listing Agreement requirements and provisions of the Companies Act, 2013, the Company has constituted an Investor Grievance Committee consisting of majority of Non-Executive Independent Directors. As on 31st March 2015, Committee consists of three members comprising of Mr. Avdhesh Chaturvedi (Executive Director), Mr. Nandlal Chaturvedi (Non- Executive and Independent Director) and Mr. Amresh Jha (Non-Executive and Independent Director).

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The Composition of Shareholders'/Investors' Grievance Committee is as follows

Name of the Director	Designation	Category
Mr. Avdhesh Chaturvedi	Director	Executive Director
Mr. Nandlal Chaturvedi	Director	Non – Executive & Independent Director
Mr. Amresh Jha	Director	Non – Executive Director & Independent Director

During the year under review, the Committee met four times on 18.04.2014, 15.07.2014, 12.10.2014 and 16.01.2015.

Details of attendance of each member of Shareholders/ Investors Grievance Committee meetings of the Company are as follows:

Name of the Director	Designation	Category	No. of Meeting attended
Mr. Avdhesh Chaturvedi	Director	Executive Director	4
Mr. Nandlal Chaturvedi	Director	Non – Executive & Independent Director	4
Mr. Amresh Jha	Director	Non – Executive Director & Independent Director	4

Share Transfers are processed and duly approved by the committee. Investor's Grievances are placed before the committee. There were no investors complaints pending at the end of the financial year ended on 31.03.2015.

The roles and responsibilities of Shareholders/ Investors Grievances Committee are as follows:

Role and Responsibilities

The role of Shareholders/ Investors Grievances Committee includes the review of following:

- To monitor the process of expeditious transfer of shares or debentures.

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- To monitor and review the shareholders complaints related to transfer of shares, non- receipt of Balance Sheet, non receipt of declared dividend etc.
- To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.
- To investigate any activity and seek information from any employee of the Company, in discharging its duties.
- To obtain outside legal or professional services, if consider necessary.
- To fix the record date for the purposes as required under the Companies act and/or listing agreement.
- To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.
- Any other powers which are specifically delegated by the Board from time to time.

NOMINATION AND REMUNERATION COMMITTEE

The Board constituted a Nomination and Remuneration Committee on pursuant to Clause 49 of Listing Agreement. The role, term of reference, authority and powers of the Nomination and Remuneration Committee are in conformity with the requirements of the Companies Act, 2013 and listing agreement.

Name of the Director	Designation	Category
Mr. Avdhesh Chaturvedi	Director	Executive Director
Mr. Nandlal Chaturvedi	Director	Non – Executive & Independent Director
Mr. Amresh Jha	Director	Non – Executive Director & Independent Director

During the year under review, the Committee met Four times on 30.06.2014, 02.09.2014, 12.10.2014..

Details of attendance of each member of Nomination and Remuneration Committee meetings of the Company are as follows:

Name of the Director	Designation	Category	No. of Meeting attended
Mr. Avdhesh Chaturvedi	Director	Executive Director	4
Mr. Nandlal Chaturvedi	Director	Non – Executive & Independent Director	4

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Mr. Amresh Jha	Director	Non – Executive Director & Independent Director	4
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SUB-DELEGATION

In order to expedite the process of shares transfers, the Board has appointed Skyline Financial Services Private Limited as Share Transfer Agent and registrar of the Company. The transfer agent will generally attend to the transfer formalities once in a fortnight and operate subject to the overall supervision of the Shareholders/ Investors Grievances Committee.

In compliance with the Listing Guidelines, every six months, the Share Transfer System is audited by Company Secretary in Practice and a certificate to that effect is issued by them.

CODE OF CONDUCT:

As per Clause 49 (I) (D), the Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management as well and the same has been posted on Website of the Company. Annual Compliance Report for the year ended 31st March, 2015 has been received from all the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct. Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct is hereby attached as annexure to this report.

MATERIAL NON-LISTED SUBSIDIARY COMPANIES:

Clause 49 defines a 'material non-listed Indian subsidiary' as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.

Company does not have any such subsidiary during the accounting year under review.

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Archit Holdings & Credits Limited

Registered Office:

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GENERAL MEETING:-

Location and time for the last 3 AGMs were as follows:-

Particulars	FY 2011-2012	FY 2012-2013	FY 2013-2014
Date and time	26 th September, 2012, at 2:00 P.M.	30 th September, 2013, at 11:00 A.M.	30 th September, 2014, at 2:00 P.M.
Venue	B-1/A-20, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi- 110044	B-348, Sarita Vihar, New Delhi- 110076	D-395, Main Road, 35 Feet Road, D Block, Sonia Vihar, Delhi- 110094
Special Resolution	No	No	No

POSTAL BALLOT

During the year under review, we have not conducted any postal ballot in pursuance of Section 108 of the Companies Act, 2013.

STATUTORY DISCLOSURES

No transactions of material nature have been entered into by the Company with any of the promoters, Directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company. The Company has not been penalized, nor have any strictures been passed by the Stock Exchanges, SEBI.

MEANS OF COMMUNICATIONS

Up-to-date financial results, annual reports, shareholding patterns, official news releases, financial analysis reports and latest presentation have been made to the institutional investors.

The notice of the AGM along with Annual Report will be sent to the shareholders well in advance of the AGM.

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DISCLOSURES

The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from key managerial personnel of the Company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

RISK MANAGEMENT

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

ANNUAL GENERAL MEETING

Date: 30th September 2015

Time: 2:00 P.M.

Venue: B-1/E-27 Mohan Cooperative Industrial Estate,
Mathura Road, New Delhi-110044

DATE OF BOOK CLOSURE:

23rd September, 2015 to 29th September, 2015 (both days inclusive)

LISTING ON STOCK EXCHANGE:

Delhi Stock Exchange Limited

DSE House

3/1 Asaf Ali Road

New Delhi 110002 (India)

CORPORATE IDENTIFICATION NUMBER: L65993DL1990PLC039464

ADDRESS FOR CORRESPONDENCE

B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044

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DECLARATION

None of the Director of the Company is a Director of more than 15 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

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AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Members of
Archit Holdings & Credits Limited

We have examined the compliance of conditions of Corporate Governance by **Archit Holdings & Credits Limited** for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implementation thereof, adopted by the Company to ensure compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: New Delhi
Dated: 02/09/2015

For J.P. Chaturvedi
Chartered Accountants
Firm Registration No.130274W

Sd/-
(CA Janardan Prasad Chaturvedi)
Partner
M. No. 031373

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J. P. Chaturvedi & Co.

Chartered Accountants

73, M. J. Jetha Bldg., 3rd Floor,

178 Princess Street, Mumbai - 400 002.

ID: 2206 1855, E-mail: jpchaturvedi@inbox.com

M.: 9667057825 / 9029438703 / 6094106779



Independent Auditor's Report

To the Members of Archit Holdings & Credits Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Archit Holdings & Credits Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standard on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedure selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also

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includes evaluating the appropriateness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

Independent Auditor's Report (Contd.)

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
 - e. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements—Refer Note to the financial statements

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

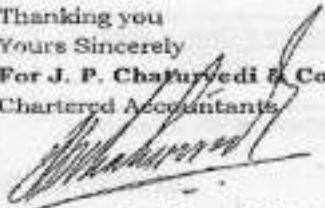
Email: architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

Independent Auditor's Report (Contd.)

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

Thanking you
Yours Sincerely
For J. P. Chaturvedi & Co.
Chartered Accountants



CA Janardan Prasad Chaturvedi
Proprietor
Membership No.: 031373
Firm Registration Number: 130274W

Place: New Delhi
Date: 02.09.2015

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email: architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

ANNEXURE TO THE AUDITORS' REPORT

ANNEXURE - I

(Referred to in paragraph (1) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- I. In respect of its fixed assets:
 - a. The company has represented, to maintain proper records showing full particulars of the assets as required.
 - b. Fixed Assets represented to have been physically verified by the management during the period in faced periodical manner and according to the information given to us no material discrepancies were noticed.
- II. In respect of its inventories:
 - a. Company does not have any operations during the year and Inventories/Stocks are Nil, hence procedures of physical verification and discrepancies thereon are not applicable.
- III. The company has not taken /granted any loans, secured or unsecured, from/to companies firm or other parties / firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Since No loans are granted, this clause is not applicable.
- IV. In view of absence of manufacturing & trading activities we are not commenting on internal control procedures adopted by the company for purchase/sales which are of special nature for which suitable alternative source do not exists.
- V. The company has not accepted any deposits during the financial year.
- VI. Pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, the Company is not required to maintain such record, hence we are not commenting on the same.
- VII. According to the information and explanations given to us, in respect of statutory dues, since no commercial activities taken place in the financial year, this clause is not applicable.

ARCHIT HOLDINGS & CREDITS LIMITED

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VIII. The accumulated losses of the company is less than fifty percent of its Net worth as at 31st March, 2015. The company has incurred a cash loss of Rs. 10,790/- in the current reporting year and a cash loss of Rs.4,692/- in the immediately preceding reporting period.

IX. The Company has not taken any loan (either secured or unsecured) including term loans from Financial Institutions or Bank or Debenture Holder.

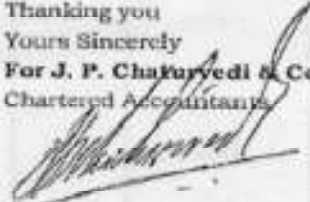
X. The Company has not given guarantees for loans taken by others from banks and financial institutions which were granted to its associates companies.

XI. The Company has not taken any term loans during the year

XII. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

The other matters, referred to in the order have not been reported upon, as they are not applicable to the Company.

Thanking you
Yours Sincerely
For **J. P. Chaturvedi & Co.**
Chartered Accountants


CA Janardan Prasad Chaturvedi
Proprietor
Membership No.: 031373
Firm Registration Number: 130274W

Place: **NEW DELHI**
Date: **02.09.2015**

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email: architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

ARCHIT HOLDINGS & CREDITS LTD.

Balance Sheet as at 31st March, 2015			Amount (Rs.)	
	Particulars	Note No.	As at	As at
			31st March, 2015	31st March 2014
A	EQUITY AND LIABILITIES			
1	Shareholders' Fund			
	(a) Share Capital	1	75,500,550	75,500,550
	(b) Reserves & Surplus	2	(18,044,804)	(18,034,014)
2	Share application money pending allotment		-	-
3	Non-current liabilities			
4	Current Liabilities			
	(a) Short-term borrowings		-	-
	(b) Trade Payables		-	-
	(c) Other current liabilities	3	22,073	25,968
	(d) Short-term provisions	4	25,000	20,000
	TOTAL		57,502,819	57,512,504
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	5	75,701	75,701
	(ii) Intangible assets		-	-
	(b) Non-Current Investments	6	13,687,968	13,687,968
	(c) Deferred tax assets (net)		-	-
	(d) Long term loans and advances	7	43,597,206	43,597,206
	(e) Other non-current assets		-	-
2	Current assets			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(c) Trade receivables		-	-
	(d) Cash and cash equivalents	8	141,944	151,629
	(e) Short term loans and advances		-	-
	(f) Other current assets		-	-
	TOTAL		57,502,819	57,512,504

Significant Accounting Policies 10
Notes on Accounts 11

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR J. B. CHATURVEDI & COMPANY
CHARTERED ACCOUNTANTS

J. B. Chaturvedi
J. B. CHATURVEDI
Proprietor
M. No. 033373



Awadhesh Chaturvedi
AWADHESH CHATURVEDI
DIRECTOR

Awadhesh Jha
AWADHESH JHA
DIRECTOR

PLACE : New Delhi
DATE : 02.09.2015

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email: architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

ARCHIT HOLDINGS & CREDITS LTD.

Statement of Profit & Loss Account for the year ended 31st March, 2015			
		Amount (Rs.)	
	Particulars	Note No.	For the year ended 31st March, 2015
			For the year ended 31st March, 2014
A	CONTINUING OPERATIONS		
1	Revenue from operations		-
2	Other income		-
	Total revenue		-
3	Expenses		
	(a) Cost of material consumed		-
	(b) Purchases of stock-in-trade		-
	(c) Changes in inventories of finished goods, work-in-progress, stock-in-trade		-
	(d) Employee benefit expense		-
	(e) Finance Costs		-
	(f) Depreciation and amortisation expense	5	-
	(g) Other expenses		-
	Total expenses		-
4	Profit / (Loss) before exceptional items and extraordinary items and tax		-
5	Exceptional items		-
6	Profit / (Loss) before extraordinary items and tax		-
7	Extraordinary items		-
8	Profit / (Loss) before tax		-
9	Tax expense:		-
10	Profit / (Loss) from continuing operations		-
B	DISCONTINUING OPERATIONS		
11	Profit / (Loss) from discontinuing operations (before tax)		(10,790)
12	Profit/(Loss) from discontinuing operations		(4,692)
C	TOTAL OPERATIONS		
13	Profit / (Loss) for the year		(10,790)
14	Earning per equity share:		
	(1) Basic		0.00
	(2) Diluted		0.00

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR J. P. CHATURVEDI & COMPANY
CHARTERED ACCOUNTANTS

J. P. CHATURVEDI
Proprietor
M. No. 031373



AWANISH CHATURVEDI
DIRECTOR

AMRESH JHA
DIRECTOR

PLACE: New Delhi
DATE: 02.09.2015

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email: architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

ARCHIT HOLDINGS & CREDITS LTD.		
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015		
PARTICULARS	31st March, 2015	Amount (Rs.) 31st March, 2014
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extra ordinary items	(10,790)	(4,692)
Add: Profit/(Loss) on sale of Investment	-	-
Add: Depreciation	-	-
Operating profit/(Loss) before working capital changes	<u>(10,790)</u>	<u>(4,692)</u>
Adjustments for working capital changes		
Decrease/(Increase) in Trade & Other receivables	-	-
Decrease/(Increase) in Inventories	-	-
Decrease/(Increase) in Trade Payable	-	-
Decrease/(Increase) in Other Current Liabilities	1,105	417
Cash from Operating Activities	<u>(9,685)</u>	<u>(4,275)</u>
Net Cash from Operating Activities		
- Prior Period Expenses	-	-
- Or/Cl Balances Written off	-	-
Loss: Provision for doubtful debts/written back	-	-
	<u>(9,685)</u>	<u>(4,275)</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Sale/(Purchase) of Fixed Assets	-	-
Sale/(Purchase) of Investment (net)	-	-
Dividend & Interest received	-	-
Cash Flow from Financial Activities		
- Decrease of Share Application Money	-	-
- Increase in Paid-up & Subscribed Capital	-	-
- Remission/Cessation Liabilities	-	-
- Net Repayment/Borrowings	-	-
NET CASH & CASH EQUIVALENTS	<u>(9,685)</u>	<u>(4,275)</u>
- Cash & Cash Equivalents As at 01.04.2014	151,629	155,904
- Cash & Cash Equivalents As at 31.03.2015	141,944	151,629

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR J. P. CHATURVEDI & COMPANY
CHARTERED ACCOUNTANTS

(Signature)
CA. P. CHATURVEDI
Proprietor
M. No. 031373



(Signature)
AWANESH CHATURVEDI
DIRECTOR

(Signature)
ANRISH JHA
DIRECTOR

PLACE: NEW DELHI
DATE: 02.09.2015

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email: architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

ARCHIT HOLDINGS AND CREDITS LIMITED		Amount (Rs.)	
Notes on Financial Statements for the year ended 31st March, 2015			
Note - 1	SHARE CAPITAL	As on	As on
	Authorised Share Capital	31.03.2015	31.03.2014
	1,05,00,000 Equity Shares of Rs. 10/- each.	105,000,000	105,000,000
		105,000,000	105,000,000
	Issued, Subscribed & Paid Up Share Capital		
	1,00,00,000 Equity Shares of Rs. 10/- each, Fully Paid up	100,000,000	100,000,000
	Calls in Arrears	(24,499,450)	(24,499,450)
	Total	75,500,550	75,500,550
1 (a)	Reconciliation of Number of Shares	No. of Shares	No. of Shares
	Particulars	As on	As on
		31.03.2015	31.03.2014
	Shares Outstanding at the beginning of the year	1,00,00,000	1,00,00,000
	Add: Shares issued during the year		
	Less: Shares bought back during the year		
	Shares bought back during the year		
	Shares Outstanding at the end of the year	1,00,00,000	1,00,00,000
1 (b)	List of Shareholders having 5% or more shares in the Company Equity Shares	No. of Shares	No. of Shares
	Anju Chaturvedi (% - 11.21 and P.Y. - 11.21)	946000	846000
	Randall Chaturvedi (% - 6.11 and P.Y - 6.11)	461400	461400
	Sohit Chaturvedi (% - 6.09 and P.Y - 6.09)	460000	460000
	Aditi Chaturvedi (% - 5.96 and P.Y - 5.96)	450000	450000
	Ardesh Chaturvedi (% - 5.63 and P.Y - 5.63)	425000	425000
Note - 2	Shareholder's Fund- RESERVE & SURPLUS	As at	As at
		31.03.2015	31.03.2014
	2 (b) Statement of Profit & Loss Account		
	Opening Balance	(18,034,014)	(18,029,322)
Profit (+) / Loss (-) for the year	(10,290)	(4,692)	
Balance Transferred to Balance Sheet	(18,044,804)	(18,034,014)	



ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email: archit holdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

ARCHIT HOLDINGS & CREDITS LTD.

Notes on Financial Statements for the year ended 31st March, 2015 Amount (Rs.)

PARTICULARS	As at 31st March, 2015	As at 31st March, 2014
NOTE-3		
Current Liabilities:		
Other Liabilities:		
Provision for Deferred Tax	22,073	25,968
TOTAL	22,073	25,968

NOTE-4		
Current Liabilities:		
Short Term Provisions:		
Arith Fee Payable	25,000	20,000
TOTAL	25,000	20,000

NOTE-5		
Non Current Assets:		
Non Current Investments:		
- 710236 Equity Shares of Shanken Spinners Ltd.	13,687,968	13,687,968
- 579850 Equity Shares of Shanken Cotsyn Ltd.		
- 704 Equity Shares of Shanken Muktab Ltd.		
TOTAL	13,687,968	13,687,968

NOTE-7		
Non Current Assets:		
Long Term Loans & Advances	43,597,206	43,597,206
TOTAL	43,597,206	43,597,206

NOTE-8		
Current Assets:		
Cash and Cash equivalents:		
Cash in hand	75,245	84,030
Balance with scheduled banks - Current Accounts	66,699	66,699
TOTAL	141,944	151,629

NOTE-9		
Expenses/Operations (Income):		
Other Expenses:		
Deferred Expenses	(1,805)	(4,583)
Auditor's Remuneration	5,000	5,000
Rent Rates & Taxes	4,800	-
Bank & Demand Charges	-	-
Misc. Expenses	4,885	4,275
TOTAL	10,790	4,692



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ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email: architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

ARCHIT HOLDINGS & CREDITS LTD.

Note - 2

PARTICULARS	GROSS BLOCK			DEPRECIATION		NET BLOCK		RATE %
	AS ON 1-Apr-14	ADDITION DURING THE YEAR	DELETION DURING THE YEAR	TOTAL UPTO 31-Mar-15	TOTAL UPTO 1-Apr-14	AS ON 31-Mar-14	AS ON 31-Mar-15	
TANGIBLE ASSETS								
FURNITURE & FITTINGS	275,500	-	-	275,500	275,500	-	-	6.33%
OFFICE EQUIPMENT	312,500	-	-	312,500	236,799	75,701	75,701	4.75%
TOTAL	588,000	-	-	588,000	512,299	75,701	75,701	
INTANGIBLE ASSETS								
TOTAL	-	-	-	-	-	-	-	
GRAND TOTAL	588,000	-	-	588,000	512,299	75,701	75,701	
PREVIOUS YEAR	588,000	-	-	588,000	512,299	75,701	75,701	



ARCHIT HOLDINGS & CREDITS LIMITED

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CIN No. L65993DL1990PLC039464

ARCHIT HOLDINGS & CREDITS LTD.

NOTE1: SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1. Significant Accounting Policies:

A. General

The Financial Statements are prepared under the historical cost convention, on basis of going concern and as per applicable Accounting Standards. The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis.

B. Use of Estimates

The Preparation of the financial statements require the management to make the estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities and assets as at the balance sheet date and the reported amounts of the income and expenses during the year. Differences between the actual results and the estimates are recognized in the year in which the results are known and/materialized.

C. Fixed Assets

Fixed Assets are stated at their original cost including incidental expenses related to acquisition and installation, less accumulated depreciation. Cost comprises of the purchase price and any other attributable cost of bringing the assets to its working condition for its intended use.

D. Depreciation

Depreciation on assets is provided on the Written Down Value method at rates and in the manner prescribed in schedule II to the Companies Act, 2013. Depreciation has not been recognized due to non operation of Business.

E. Miscellaneous expenditure

Preliminary Expenses will be written off over a period of Five years.

F. Revenue Recognition

The Company recognizes the revenue as the rendering of services are performed.

G. Taxes on Income

Deferred tax is recognized on timing difference between the accounting income and the taxable income for the year that originates in one period and is capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

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Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

H. Contingent Liabilities

There is no contingent liability of the company.

I. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the period wherever applicable.


For J. P. Chaturvedi & Co.
(Firm Registration Number 013097C)
Chartered Accountants



CA Janardan Prasad Chaturvedi
Proprietor
Membership No.: 031373
Firm Registration Number: 130274W




(Awdhesh Chaturvedi)
DIN- 01573283
Director


(Anjali Jha)
DIN - 01563021
Director

Place: New Delhi
Date: 02.09.2015

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email : architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

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ARCHIT HOLDINGS AND CREDITS LIMITED

Regd. Off: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044

CIN : L65993DL1990PLC039464, E-mail : architholdingsandcredits@gmail.com

ATTENDANCE SLIP

Regd. Folio No.....

Mr./Ms.....

Father's/Husband's Name.....

I certify that I am a registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 25th Annual General Meeting of the Company at B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044 at 02:00 P.M. on Wednesday, 30th September, 2015.

.....
Members'/Proxy's Name in BLOCK Letters	Members'/Proxy's Signatures

Note :

- (1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- (2) Member's Signatures should be in accordance with the specimen signatures registered with the Company
- (3) Please bring your copy of the Annual Report for reference at the Meeting

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email : architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company: **ARCHIT HOLDINGS AND CREDITS LIMITED**

Regd. Off: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044

CIN : L65993DL1990PLC039464, E-mail : architholdingsandcredits@gmail.com

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :

Address:.....E-mail Id :.....

Signature :....., or failing him

2. Name :

Address:.....E-mail Id :.....

Signature:....., or failing him

3. Name :

Address:.....E-mail Id:.....

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 at 02:00 p.m. at B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

ARCHIT HOLDINGS & CREDITS LIMITED

(Regd. Off.: B-1/A-20, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi -110044)

Email: architholdingsandcredits@gmail.com

CIN No. L65993DL1990PLC039464

ORDINARY BUSINESS

- 1) Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
- 2) Appointment of the Statutory Auditors and to fix their remuneration.

Signed this..... day of..... 20....

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.